arising prior to the Petition Date or relating to the period prior to the Petition Date may be

2728

Case No. 08 CV-1108 WQH (WMc) Notice of Pendency of Bankruptcy & Stay

- JI	
	commenced or prosecuted against Mervyn's, and no related judgment may be entered or enforced
	against Mervyn's, outside of the Bankruptcy Court without the Bankruptcy Court first issuing an
	order lifting or modifying the automatic stay. Accordingly, the above-captioned action may not
	be prosecuted against Mervyn's for any action arising prior to the Petition Date or relating to the
	period prior to the Petition Date, and no valid judgment may be entered or enforced, against
	Mervyn's.
	Dated: August 1, 2008. JONES DAY
	By: /S/ Steven M. Zadravecz Steven M. Zadravecz Attorneys for Defendant
	MERVÝN'S, LLC
-	

EXHIBIT A T0 NOTICE OF SUGGESTION ON PENDENCY OF BANKRUPTCY AND **AUTOMATIC STAY OF PROCEEDINGS**

(Official Form) 1 (1/08)		Page 1	Marieman English
	United States Bankruptcy Court District of Delaware	(Spouse) (Last, Füst, Midde)	btions a self in the control of the
of Debtor (if indivadual, enter Last, F yn's LLC, a California limited liabi ther Names used by the Debtor in the	ty company WA All Other Names uses	d by the Joint Debtor in the last 8 years.	
her Names used by the Debtor in the de married, maiden, and trade names)	Ginclude married, ma	iden, and trade names):	
our digits of Soc. Sec. No./Complete		oe, Sec. No /Complete BIN or other Tax (O. No. (if more	e than two, state
74456 (Address of Debtor (No. & Street, Cl		in Deblar (No. & Street, City: State):	
l Poutbill Boulevard	95541 NVA County of Residence	e or of the Principal Place of Business.	
ny of Residence or of the Principal Pl orda, California ing Address of Debtor (if different fr	N/A	Joint Dohter (if different from street address);	
	ZIP CODE NA		
ntion of Principal Assets of Business	obtor (if different from street address above).		ZIP CODE
		Chapter of Bankriptey Code Under Which the Petition is Fifed (Check one box)	ergeri tişin bişakerekler ilki
Type of Debtor (Form of Organization) (Check one box)	Nature of Business (Check one box)	cer 7	
ndividual (listludes Joint Debiots) See Exhibit D by page 2 of this firm. Corporation (includes LLC and LLP)	☐ Healih Care Business ☐ Chap ☐ Single Asset Real Estate ☐ Single Asset Real Estate ☐ Chap as defined in 11 U.S.C. ☐ Chap	ter 11 Main Proceeding Chapter 15 Pelition for	
Parmership Other (If debtor is not one of the showe entities, shock this box and	§ 101 (51B) ☐ Railroad ☐ Stockbyroker	Nonmain Proceeding	
siale type of entity below)	☐ Commodify Broket ☐ Clearing Bank ☑ Other		
	Tix-Exempt Entity (Check box, if applicable.)	Nature of Debit (Chock don box.)	
	Deplot is a tax-exemple of Bank Share of Dep	is are primarily consumer is are primarily consumer is defined in 11 U.S.C. 1(8) as fineured by an	
	Coor (une initiation of the coordinate of the co	vidual primarily for a sonal, faurity, or household pose.	
Full Filing Foc Attached	ing Per (Clieck one box)	Chapter II Debtors she bux: nor is a small business as defined in 11 U.S.C. \$ 101(51D	»
I Pling Fee to be paid in installment	(applicable to individuals only) he court's ponsideration certifying	olor is not a small business debtor as defined in 11 U.S.C. 101(51D).	在"我们的好好"的"我一定会
that the debtor is mable to pay to See Official Form No. 3A	except in installine		og de la companya de
I Filing Fee waiver requested (application for Must attach signed application for talistical/Administrative Information	the bourt's consideration. See Official Form 3B. D	ebis awad to insiders or affiliates) are less than \$2,190.00	
Debice estimates that funds will	be available for distribution to unsecured	all applicable boxes; plan is being filed with this pelition. ecoptances of the plan were solicited prepetition from one	
Debtor estimates that, after any there will be no funds available	exempt property is excluded and administrative expenses build. Or distribution to unstaured creditors.	r more classes of creditors, in accordance with 11 U.S.C. 18415 SP	\$ 1126(b) PACE IS FOR COUR USE ONLY
Estimated Number of Creditors 50 49	100. 200- 1,000- 5,001- 10,001, 25,001 199 999 5,000 10,000 25,000 50,000 □ □ □ □ ⊠ □	50,00) OVER , 100,000 100,000	
Estimated Assets	☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐	⊠ □ # \$590,000,001 More than in \$1 billion \$1 billion	
\$50,000 \$100,000 \$500,000	to \$1 to \$10 to \$50 to \$100 to \$500 million million million million	1631 Onton w 31 annual and a state of the st	
Estimated Liobilities	5500,001 \$1,000,001 \$10,000,001 \$50,000,001 \$100,000,00	1 5500,000,001 More than to \$1 billion \$1 billion	

31 (Official Form) 1 (1/08)	Appropriate Page 2 and the Page 2 an
Ofuntary Petition This page must be completed and filed in every case)	Name of Deblor(s): Moc vyn's LLC, 2 California limited liability company
Prior Bänkrupity Case Wied Within Last 8. Cocation Where blied. None	Cose Number () Date Filed
Location: Where Filed:	Casa Number Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner or A Name of Debter, See Attached Rider 1.	Milate of this Debtor (If more than one, attach additional sheet) Case Number: Date Filed:
District 40	Relationship Judge:
Schibit A	Exhibit B (To be completed if debtor is an individual, whose debts are primarily consumer debts)
(To be completed if debtor is required to file periodic reports (e.e.; forms 10K and 10Q) with a like Separatics and Exchange Commission pursuant to Section 13 or 15(d) of the Securities in Exchange Act of 1934 and is requesting relief under chapter, 11.)	the attorney for the petitioner gamed to the foregoing petition, declare that I have informed the captioner that the cristic limit proceed under chapter 7, 11, 12 or 13 of title 11, United
Schibit A is attached and made a part of this petition.	States Code, and have explained the relief available under each such clianter. I Justice certify that I delivered to the dobtor the notice required by 11 U.S.C. § 342(b).
	Signature of Attorney for Deblor(s). Date 1977 1978 1978 1978 1978 1978 1978 1978
Does the debity own or have possession of any property (nat poses or is alleged to pose a lurg	t of immurest and identifiable harm to public health or safety?
Yes, and Exhibit C is attached and made a part of this petition. No	Nibit O
To be completed by every individual debtor, If a joint petition is filed, each spouse must com-	的复数别别是国籍的基础的基础的表现的表现的表现的。 1917年,1917年,1917年日的国家国家国家国家
Exhibit D completed and signed by the debtor is attached and made a part of this pointo If this is a joint petition	
Bkhibit D also completed and signed by the joint debtor is attached and made a part of	知解於 100 P. 2019 [1] [1] [2] [2] [2] [2] [2] [2] [2] [3] [4] [4] [4] [4] [4] [4] [4] [4] [4] [4
A Series arithming place of business, or principles	y applicable box) pull assets in this District for 180 days immediately ar District
preceding the date of this petition or to a times of the state of the period partner, or partnership of there is a bankruptcy case concerning debtor's affiliate, general partner, or partnership	pending in this District
Debtor is a debtor in a foreign proceeding said has its principal place of business of particle of has no principal place of business or assets in the United States but is a deficidant in this District, or the interests of the parties will be served in regard to the relief sough	acipial assets in the United States in this LASTING. i an action or proceeding (in a federal or state court) if in this District.
Continued by a Debtor Who Res	ides at a Tenant of Residential Property applicable bases
Landlord has a judgment against the debtor for possession of debtor's resident. (If bo	k cliecked, complete the following.)
	(ame of landlord that obtained judgmont)
	Address of landford)
Debtor claims that under applicable nonbankruptcy law, there are circumstances under the control description of the pudgment for possession, after the judgment for possession, after the judgment for possession.	of which the debter would be pegruited to cure the cent for possession was entered, and
Debter has included in this petition the deposit with the court of any rent that would filling of the petition.	become due during the 30-day period after the
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Petition is must be completed and filed in every case)	Name of Debtec(s); Mervye's LLC, a Cultivina limited liability company
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Signature(s) of Debtor(s) (Individual/Jeint) under penal() of perjuny (but die information provided in this peditor is true and the	i declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a deblor in a foreign proceeding, and that I am.
the second of the second secon	correct, that I am the foreign representative of a decide in a dec
	(Check only ane box.)
States Code, understand the relies averaged the control of the con	The land of the property of the state of the
under enabler Johney represents me and no bankruptcy polition preparer signs the petition] I have and read the notice required by § 342(b) of the Bankraptcy Code.	Shites Code. Certified copies of the documents required by \$ 1515 of title 11 are attached.
relief in accordance with the chapter of title 11. United States Code, specified in this	e 1515 of title 11 Timited States Code persuest relief
	Distinct to \$ 1010 of the 11 Officer State Country of the foreign A certified copy of the order granting recognition of the foreign
	main proceeding is attached.
gnature of Debtor	(Signature of Foreign Representative)
Bialure of Joint Debtor	(Printed Name of Foreign Representative)
elephone. Number (if not represented by attorney)	Date
ate in the state of the state o	
等中国的企业	The state of the s
Signature of Attorney	Signature of Mon-Afformer Bankrupher Petition Preparer
West all:	Signature of (Non-Astorney Assistance) I declare under penalty of perjury that (1) I am a bankuphry petition preparer as defined in I declare under penalty of perjury that (1) I am a bankuphry petition preparer as defined in It U.S.C. § 110, (2) I propared this document for compensation and have provided the debtor
Signature of Attorney for Debtor(s)	With a copy of this document and the notices and information required under 11 U.S.C. with a copy of this document and the notices and information required under 11 U.S.C. \$\frac{1}{2}\$ (0.6), \(\) (10(h), and 342(b); and, \(\) (3) if hiles by guidelines have been promulgated pursuant \$\frac{1}{2}\$\$ (0.6), \(\) (10(h), and 342(b); and, \(\) (3) if hiles by guidelines have been promulgated pursuant \$\frac{1}{2}\$\$ (3.6), \(\) (3.6), \(
Mark D. Collins, Esq.	61 USC 8 1001 Setting a maximum and the below preparing 807
Richards, Layton & Pinger, P.A. One Rodney Square	document for filing for a deutor or accounts with the file of the filing for a deutor or accounts with the file of
910 N. King Street Wilmston Delayage 19801	Printed Name and title, if any, of Bankruptey Polition Prepares
Telephonië (302) 651-7700 Facsunie: (302) 651-7701	and the least the prepared is not an individual, state the
July 29, 2008	Social Security number of the officer, principal, responsible person or pariner of the Social Security number of the officer, principal, responsible person or pariner of the bankrupic, petition preparet;) (Required by 11 U.S.C. § 110.)
Date	Address 1
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Signature of Debtor (Corporation/Partnership) clare under penalty of perjury that the information provided in this petition is true and the business of the debtor.	A Note of the Control
cot and that I have been appropried	
e debtor requests relief in accordance with the chapter of title 11, United States Code, selfed in this petition.	Date Signature of Bankrupley Petition Preparer or officer, principal, responsible person, or parties whose social security number is provided above.
control in this periodical	The standard individuals who prepared or assisted in
475. Mr. 71. 1949. S. A. P. S.	preparing this document unless the Dankrophey position property
Signature of Authorized Individual Chieries R. Kurth	the one person propared this document, attach additional sheets conforming to
Printed Name of Authorized Individual Executive Vice President, CFO and CAO	the appropriate official form for each person and the state of the sta
Tide of Authorized Individual July 29, 2008	A bankrupicy pelition preparar is failure to comply with the provisions of title 11 and the Federal Rules of Bankrupicy Prycedure may result in flacs or imprisonment or both 11 U.
	£110, 18 U.S.C. £156;

RIDER 1

Pending Bankruptcy Cases Filed by Affiliates of the Debtor. Each Concurrently Filed in the United States Bankruptcy Court for the District of Delaware

On the date of this petition, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a voluntary petition for relief under chapter 11 of the United States Bankrupicy Code, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of their petitions, such entities filed a motion requesting joint administration of their chapter 11 cases.

- Mervyn's Holdings, LLC, a Delaware limited liability company
- Mervyn's LLC, a California limited liability company
- 3. Mervyn's Brands, LLC, a Minnesota limited liability company

Mervyn's Holdings, LLC was the first of these affiliates to commence its chapter 11 case.

In re:) Chapter 11	
MERVYN'S LLC,) Case No. 08-	۱
a California limited liability company)	,
)	
Debtor.)	

LIST OF CREDITORS HOLDING THE THIRTY LARGEST UNSECURED CLAIMS

The debtor in this chapter 11 case and certain affiliated entities (collectively, the "Debtors")¹ each filed a voluntary petition in this Court on July 29, 2008 (the "Petition Date") for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. The following is a list of the Debtors' thirty largest unsecured creditors on a consolidated basis (the "Top 30 List"), based on the Debtors' books and records as of the Petition Date. The Top 30 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' chapter 11 cases. The Top 30 List does not include: (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty largest unsecured claims. The information presented in the Top 30 List shall not constitute an admission by, nor is it binding on, the Debtors. The failure of the Debtors to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors' right to contest the validity, priority, and/or amount of any such claim.

	and Complete Mailing Address, Including Zip Code	Name, Telephone Number, Fax Number, and Complete Mailing Address including zip code of employee, agent or department of creditor familiar with claim who may be contacted		Unliquidated, Disputed, or	Amount of Claim (if secured, state value of security)
1.	Levi Strauss & Co.	1155 Battery St. San Fancisco, CA 94111 Attn: Robert Hanson, President & Loreen Zakem, President of Levi Wholesale Telephone: (415) 501-4168 and (415) 501-4805 Facsimile: (415) 501-3907	Trade Debt		\$12,758,951

The Debtors in these cases, along with the last four digits of their federal tax identification numbers for each of the Debtors, are Mervyn's Holdings, LLC (7931), Mervyn's LLC (4456) and Mervyn's Brands, LLC (8850).

	and Complete Mailing Address,	Complete Mailing Address including zip code	(Trade Debt, Bank Loan,	Unliquidated, Disputed, or	Amount of Claim (if secured, state value of security)
2.	Wicked Fashions	222 Bruce Reynolds Blvd. Fort Lee, NJ 07024 Attn: David Khyn, President Telephone: (201) 242-5900 Facsimile: (201) 242-8466	Trade Debt		\$6,054,960
3.	Nike USA Inc.	One Bowerman Drive Beaverton, OR 97005 Attn: Mark Parker, President Telephone: (800) 344-6453 Facsimile: (503) 671-6374	Trade Debt		\$4,723,327
4.	Vans Inc.	110 Sycamore Ave. Larkspur, CA 94939 Attn: Steve Murray, President Telephone: (888) 691-8889 Facsimile: (714) 889-6776	Trade Debt		\$2,903,656
5.	Fashion Resource (TCL)	3151 East Washington Blvd. Los Angeles, CA 90023 Attn: Gerard Guez, CEO Telephone: (323) 780-8250 Facsimile: (323) 780-0751	Trade Debt		\$2,652,329
6.	Hanes Brand-Hanes UW	1000 East Hanes Mill Road Winston-Salem, NC 27105 Attn: Rich Noll, CEO Telephone: (336) 519-6707 Facsimile: (336) 519-3335	Trade Debt		\$2,593,847
7.	Lolly Togs	100 West 33 rd St., Suite 1012 New York, NY 10001-2900 Attn: Richard Sutton, CEO Telephone: (212) 502-6098 Facsimile: (212) 268-5160	Trade Debt		\$2,578,248
8.	VF Jeanswear Inc.	P.O. Box 21488 Greensboro, NC 27420 Attn: Bankruptcy Department Telephone: (800) 353-9692 Facsimile: (336) 332-5408	Trade Debt		\$2,002,818
9.	Jansport Inc./VF Outdoor	2011 Fallon Drive San Leandro, CA 94577 Attn: Steve Munn, President Telephone: (510) 614-4030/4000 Facsimile: (510) 614-4025	Trade Debt		\$1,735,339

	and Complete Mailing Address, Including Zip Code	Complete Mailing Address including zip code of employee, agent or department of creditor familiar with claim who may be contacted		Unliquidated, Disputed, or	Amount of Claim (if secured, state value of security) \$1,375,829
0.	Hanes Brand-Playtex	P.O. Box 807 Rural Hall, NC 27046 Attn: Legal Department Telephone: (336) 519-6034 Facsimile: (336) 519-2705			
1.	Vanity Fair Mills Inc.	136 Madison Ave. New York, NY 10016 Attn: Anne Jardine, President Dept/Chain Telephone: (212) 696-1110 Facsimile: (212) 725-5684	Trade Debt		\$1,288,882
2.	Agron Inc.	2440 S. Sepulveda Blvd. Los Angeles, CA 90064 Attn: Legal Dept Telephone: (310) 473-7223 Facsimile: (310) 312-1753	Trade Debt		\$1,269,258
13.	Mattel Inc.	333 Continental Blvd. El Segundo, CA 90245 Attn: Robert Eckert, Chairman of the Board/CEO and Carol Levine, VP Telephone: (310) 252-5000 Facsimile: (310) 252-3671	Trade Debt		\$1,194,324
14.	B & Y Global Sourcing	237 W 30th St Los Angeles, CA 90007-3319 Attn: Norbert Baroukh Telephone: 213-744-9955 Email: norbert@byglobalsource.com	Trade Debt		\$1,050,563
15	Hanes Brand- Bali/Barely There	2612 168th Ave. SE Bellevue, WA 98008-5512 Attn: Brian Hottinger Telephone: (425) 653-2334 Facsimile: (425) 653-2335	Trade Debt		\$1,011,962
16	Rosetti Handbags & Accessories	New York, NY 10001 Attn: Lena Jones, President Telephone: (646) 839-7912 Facsimile: (212) 279-3224	Trade Debt		\$1,002,738
17	7. Humphreys Accessories LLC	120 W. 45th Street, 38th Floor New York, NY 10036 Attn: Jeffrey Spiegel, CEO and President Telephone: (212) 768-8800 Facsimile: (212) 768-8585	Trade Debt		\$981,415

	Name of Creditor and Complete Mailing Address, Including Zip Code	Complete Mailing Address including zip code	(Trade Debt, Bank Loan, Government	Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount of Claim (if secured, state value of security)
	Delta Galil USA/Wundies D	150 Meadowland Parkway, 2nd Floor Secaucus, NJ 07094 Attn: Tom Witthuhn, CEO Telephone: (201) 902-0055 Facsimile: (201) 902- 0070	Trade Debt		\$977,890
19.	Byer California	66 Potero Ave. San Francisco, CA 94103 Attn: Alan Byer, Owner, President Telephone: (415) 626-7844 Facsimile: (415) 626-7865	Trade Debt		\$971,812
20.	Volumecocomo Apparel Inc.	4160 Bandini Blvd. Vernon, CA 90023 Attn: Chris Chang, CEO Telephone: (213) 763-6111 Facsimile: (323) 881-1859	Trade Debt		\$923,470
21.	Vida Shoes International Inc.	29 West 56th St. New York, NY 10019 Telephone: (212) 246-1900 Facsimile: (212) 581-9609	Trade Debt		\$904,407
22.	Williamson-Dickie MFG Inc.	319 Lipscomb Fort Worth, TX 76104 Attn: Phillip Williamson, President Telephone: (817) 336-7201 Facsimile: (817) 810-4454	Trade Debt		\$894,181
23.	. Jockey Int'l Inc.	2300 60th Street Kenosha, WI 53141 Attn: Bob Nolan, President Telephone: (262) 658-8111 Facsimile: (262) 653-3079	Trade Debt		\$870,437
24	, Roytex Inc.	16 East 34th Street New York, NY 10016 Attn: Legal Department Telephone: (212) 686-3500 Facsimile: (212) 686-4336	Trade Debt		\$856,407

	and Complete Mailing Address, Including Zip Code	Number, and Complete Mailing Address including zip code of employee, agent or		Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount of Claim (if secured, state value of security)
25.	Hanes Brand - Socks	P.O. Box 2765 Winston Salem, NC 27102 Telephone: (336) 519-4930 Facsimile: (336) 519-8313	Trade Debt		\$723,062
26.	KWDZ MFG LLC/Knitworks	337 S. Anderson Street Los Angeles, CA 90033-3742 Telephone: (323) 526-6526 Facsimile: (323) 526-3528	Trade Debt		\$722,185
27.	Stony Apparel Corp.	1500 S. Evergreen Ave. Los Angeles, CA 90023 Telephone: (323) 981-4241 Facsimile: (323) 981-9095	Trade Debt		\$721,618
28.	The Van Heusen Co.	200 Madison Ave. New York, NY 10016 Attn: Manny Chirico, Chairman and CEO and Allen Sirkin, President and COC Telephone: (212) 381-3500 Facsimile: (212) 381-3970	Trade Debt		\$680,654
29.	Bijoux International	1280 Jersey Ave. North Brunswick, NJ 08902 Telelphone: (732) 828-3886 Facsimile: (732) 828-3953	Trade Debt		\$678,682
30	. Combine International	354 Indusco Court Troy, MI 48083 Telephone: (248) 585-9900 Facsimile: (248) 585-8641	Trade Debt		\$674,538

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DECLARATION CONCERNING THE DEBTOR'S LIST OF CREDITORS HOLDING THE THIRTY LARGEST UNSECURED CLAIMS

I Charles R Kurth, Executive Vice President Chief Financial Officer and Chief Administrative Officer of Mercyn's LLC a California limited hability company and the entity named as debtor in this case declare under penalty of perjury under the laws of the United States named as debtor in this case declare under penalty of perjury under the laws of the United States of America that I have reviewed the List of Creditors Holding the Thirty Largest Unsecured of America that I have reviewed the List of Creditors Holding the Thirty Largest Unsecured Claims submitted herewith and that the information contained therein is true and correct to the best of my information and belief

Dated: July 29, 2008

Name: Charles R. Kurth

Title: Executive Vice President, CFO and CAO Mervyn's LLC

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CONSOLIDATED LIST OF CREDITORS

The debtor in this chapter 11 case and certain affiliated entities (collectively, the 'Debtors') each filed a petition in this Court on July 29, 2008 for refief under chapter 11 of the 'Debtors') each filed a petition in this Court on July 29, 2008 for refief under chapter 11 of the 'Debtors') each filed a petition in the filing of United States Bankruptcy Gode, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of United States Bankruptcy Gode, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of United States Bankruptcy Gode, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of United States Bankruptcy Gode, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of United States Bankruptcy Gode, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of United States Bankruptcy Gode, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of United States Bankruptcy Gode, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of United States Bankruptcy Gode, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of United States Bankruptcy Gode, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of United States Bankruptcy Gode, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of United States Bankruptcy Gode, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of United States Bankruptcy Gode, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of United States Bankruptcy Gode, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of United States Bankruptcy Gode, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of United States Bankruptcy Gode, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of United States Bankruptcy Gode, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of United States Bankruptcy Gode, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of United States Bankruptcy Gode, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of United States Bankruptcy Gode, 11 U.S.C. §§ 101-1532. Contemporaneously wi

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DECLARATION REGARDING CONSOLIDATED CREDITOR LIST

I Charles R Kurth Executive Vice President, Chief Financial Officer and Chief Administrative Officer of Mervyn's LLC, a California limited hability company and the entity named as debtor in this case, declare under penalty of perjury under the laws of the United States named as debtor in this case, declare under penalty of perjury under the laws of the United States named that I have reviewed the Consolidated Creditor List submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Dated: July 29, 2008

Name: Charles R. Kurth

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Title: Executive Vice President, CFO and CAO Mervyn's LLC

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LIST OF EQUITY SECURITY HOLDERS

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DECLARATION CONCERNING THE DEBTOR'S LIST OF EQUITY SECURITY HOLDERS

I Charles R Kurth Executive Vice President Chief Financial Officer and Chief Administrative Officer of Mercyn's LLC a California limited liability company and the entity named as debtor in this case, declare under penalty of perjury under the laws of the United States of America that I have reviewed the List of Equity Security Holders submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Dated: July 29, 2008

Name: Charles R. Kurth

Church.

Title: Executive Vice President, CFO and CAO Mervyn's LLC

In re:) Chapter 11	
MERVYN'S LLC, a California limited liability company) Case No. 08()
Debtor.)	

MERVYN'S LLC'S STATEMENT PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007(2)(1)

For its Statement Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(1), Mervyn's LLC, a California limited liability company (the "Debtor"), respectfully represents that Mervyn's LLC, a Delaware limited liability company, directly or indirectly owns 10% or more of any class of the Debtor's equity interests.

Dated: July 29, 2008 Wilmington, Delaware Respectfully submitted,

Mark D. Collins (No. 2981)

medlel:

Daniel J. DeFranceschi (No. 2732)

RICHARDS, LAYTON & FINGER, P.A.

One Rodney Square
920 North King Street

Wilmington, Delaware 19801 Telephone: (302) 651-7700

Facsimile: (302) 651-7701

and

Howard S. Beltzer Wendy S. Walker MORGAN, LEWIS & BOCKIUS LLP 101 Park Avenue New York, New York 10178 Telephone: (212) 309-6000

Telephone: (212) 309-6000 Facsimile: (212) 309-6001

Proposed Attorneys for the Debtors and Debtors-in-Possession

MERVYN'S LLC

Written Consent of the Managing Member as of July 27, 2008

In conformity with the Beverly-Killea Limited Liability Company Act and the Limited Liability Company Agreement of Mervyn's LLC, a California limited liability company (the "Company"), the undersigned, being the Managing Member of the Company (the "Managing Member"), hereby consents in writing to and adopts the following resolutions and takes the following actions with the same force and effect as if such resolutions had been duly adopted and such actions duly taken at a meeting of the Managing Member duly called and convened for such purpose on the date first set forth above, with a full quorum present and acting throughout:

Bankruptcy Resolutions

WHEREAS, it has been proposed that each of the Company, the Managing Member, and Mervyn's Brands, LLC, a Minnesota limited liability company and a wholly-owned subsidiary of the Company ("Mervyn's Brands"), seek relief under the provisions of Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and

WHEREAS, it has also been proposed that each of the Company and Mervyn's Brands negotiate and enter into that certain Ratification and Amendment Agreement (the "DIP Agreement"), to be dated on or about July 28, 2008, by and among Wachovia Capital Finance Corporation (Western) (the "Agent"), as successor to Congress Financial Corporation (Western), in its capacity as administrative and collateral agent acting for and on behalf of the financial institutions from time to time party to the Loan Agreement (as defined in the DIP Agreement) as lenders (the "Lenders"), the Lenders, the Company, as borrower, and Mervyn's Brands, as guarantor, whereby, among other things, the Agent and the Lenders agree to make certain loans and advances and to provide other financial and credit accommodations to the Company following the filing of the voluntary petitions under the Bankruptcy Code by the Company and Mervyn's Brands; and

WHEREAS, the Company Management Board of the Managing Member has deemed it desirable and in the best interest of the Company and the Managing Member (collectively, the "Mervyn's Companies"), and each of them, their creditors, their equity holders, and other interested parties, that each of the Mervyn's Companies be authorized, empowered, and directed to file, at such time as it is deemed necessary by the appropriate officers of each of the respective Mervyn's Companies, a voluntary petition for relief under Chapter 11 of the Bankruptcy Code (the "Petition") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court");

NOW, THEREFORE, BE IT RESOLVED, that the DIP Agreement, in substantially the form attached hereto as Exhibit A, be, and it hereby is, approved, and the President, Chief Operating Officer, Chief Financial Officer, Executive Vice President, Senior Vice President, Vice President, General Counsel, Secretary, Assistant Secretary, Treasurer, or Assistant Treasurer of the Company (each, an "Authorized Officer", and collectively, the "Authorized Officers") be, and each of them, with full authority to act without the others, hereby is, authorized, empowered, and directed to execute, deliver, and perform the DIP Agreement, in the name and on behalf of the Company, with such changes therein and additions and amendments thereto and to any other documents related to or described in the DIP Agreement as such Authorized Officer or Authorized Officers shall approve, such Authorized Officer's or Authorized Officers' delivery thereof to be conclusive evidence of such approval and approval of the Managing Member; and

FURTHER RESOLVED, that the Company be, and it hereby is, authorized, empowered, and directed to perform its obligations under the DIP Agreement; and

FURTHER RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is, authorized, empowered and directed to prepare, execute and deliver, in the name and on behalf of the Company, such documents, letters, certificates, and other written instruments as may be necessary or appropriate in connection with the Company's execution, delivery, and performance of the DIP Agreement and any other documents related thereto or described therein; and

FURTHER RESOLVED, that in the judgment of the Managing Member, it is desirable and in the best interest of the Company, its creditors, its equity holders and other interested parties, that the Company be, and it hereby is, authorized, empowered, and directed to file, at such time as it is deemed necessary by the appropriate officers of the Company, the Petition and any other ancillary documents in the Bankruptcy Court; and

FURTHER RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is, authorized, empowered, and directed (i) to execute and verify the Petition and any other ancillary documents and to cause the Petition and any other ancillary documents to be filed with the Bankruptcy Court and (ii) to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary, in the discretion of the Authorized Officers, to effect any of the foregoing, and

FURTHER RESOLVED, that the Authorized Officers, and such other officers as they shall from time to time designate, be, and each of them acting alone hereby is, authorized, empowered, and directed, on behalf of and in the name of the Company, to execute, verify and file or cause to be filed all petitions, schedules, lists, motions, objections, responses, applications, and other papers and documents necessary or desirable in connection with the Chapter 11 cases; and

FURTHER RESOLVED, that the Authorized Officers, and such other officers as they shall from time to time designate, be, and each of them acting alone hereby is, authorized and directed to retain the law firms of Morgan, Lewis & Bockius LLP ("Morgan Lewis") and Richards, Layton & Finger, P.A. ("Richards Layton") as bankruptcy counsel, to render legal services to, and to represent, the Company in connection with such proceedings and all other related matters in connection therewith, on such terms as the

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Authorized Officers, and such other officers as they shall from time to time designate shall approve; and

FURTHER RESOLVED, that the Authorized Officers, and such other officers as they shall from time to time designate, be, and each of them acting alone hereby is, authorized and directed to retain Miller Buckfire & Co., LLC ("Miller Buckfire" and together with Morgan Lewis and Richards Layton, the "Professionals") to render financial and restructuring advice and services to, and to represent, the Company in connection with such proceedings and all other related matters in connection therewith, on such terms as the Authorized Officers, and such other officers as they shall from time to time designate shall approve; and

FURTHER RESOLVED, that the Authorized Officers, and such other officers as they shall from time to time designate, be, and each of them acting alone hereby is, authorized and directed to retain on behalf of the Company any additional counsel, accountants, and other advisors as the Authorized Officers, or any of them, may deem appropriate; and

FURTHER RESOLVED, that the Authorized Officers, and such other officers as they shall from time to time designate, be, and each of them acting alone hereby is, authorized and empowered on behalf of, and in the name of, the Company to execute a plan of reorganization under Chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed in the Bankruptcy Court; and

FURTHER RESOLVED, that the Authorized Officers, and such other officers as they shall from time to time designate, be, and each of them acting alone hereby is, authorized and directed to take or cause to be taken any and all such further actions and to execute and deliver any and all such further instruments and documents and to pay all such expenses, costs, fees, or taxes in each case as in his or their judgment shall be necessary or desirable in order fully to carry out the intent and accomplish the purposes of the resolutions adopted herein; and

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any member, manager, director, or officer of the Company or any of the Professionals in connection with the reorganization or liquidation of the Company or any matter related thereto, or by virtue of these resolutions be, and they hereby are, in all respects ratified, confirmed and approved; and

FURTHER RESOLVED, the Authorized Officers, and such other officers as they shall from time to time designate, be, and each of them acting alone hereby is, authorized with full power of delegations, for and in the name and on behalf of the Company, to amend, supplement, or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements, or other writings referred to in the foregoing resolutions; and

FURTHER RESOLVED, that any and all actions of any member, manager, officer, or director of the Company taken prior to the date hereof to carry out the purposes of the foregoing resolutions be, and they hereby are, ratified, approved, and confirmed in all respects.

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General Resolutions

FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to make all such arrangements, to do and perform all such acts and things, and to execute and deliver all such officers' certificates and such other instruments and documents as they may deem appropriate in order to effectuate fully the purpose and intent of each and all of the foregoing resolutions, and that any and all actions taken heretofore and hereafter to accomplish such purposes and intents, all or singular, be, and they hereby are, approved, ratified, and confirmed.

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WITNESS the due execution hereof.

MERVYN'S HOLDINGS, LLC

EXHIBIT B T0 NOTICE OF SUGGESTION ON PENDENCY OF BANKRUPTCY AND **AUTOMATIC STAY OF PROCEEDINGS**

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
MERVYN'S HOLDINGS, LLC, a Delaware limited liability company,) Case No. 08-11586 (KG)
Debtor. Tax 1.D. No. 20-1447931	RE: Docket No. 3
In re:)) Chapter 11
MERVYN'S LLC, a California limited liability company,) Case No. 08- <u>11587</u> (KG)
Debtor.))
Tax I.D. No. 94-1274456))
In re:) Chapter 11
MERVYN'S BRANDS, LLC, a Minnesota limited liability company,) Case No. 08-11588 (KG)
Debtor.	,)
Tax I.D. No. 41-1948850)

ORDER DIRECTING JOINT ADMINISTRATION OF THE DEBTORS' RELATED CHAPTER 11 CASES

Upon the motion (the "Motion") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order") directing the joint administration of the Debtors' related Chapter 11 cases; and upon the Affidavit of Charles R. Kurth, Executive Vice President, Chief Financial Officer, and Chief Accounting Officer of the Debtors, in Support of the First Day Motions; the Court finding that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding pursuant to

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28 U.S.C. § 157(b)(2)(A), (iii) notice of the Motion was sufficient under the circumstances and that no other or further notice need be provided, and (iv) capitalized terms not otherwise defined herein have the meaning given to them in the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors and their estates; and after due deliberation and sufficient cause appearing therefore

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

The Motion is GRANTED.

- 1. The above-captioned Chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered under Case No. 08-11-12-6 (KG).
- 2. Pleadings, motions, notices, orders, and other documents filed in these cases which require a caption, are authorized and required to bear a consolidated caption in the form set forth on Annex 1 attached hereto and incorporated herein by reference, which caption is approved in all respects.
- 3. The Clerk of the Court shall maintain one file and one docket for all of these jointly administered cases, which file and docket for each respective Chapter 11 case shall be the file and docket for Mervyn's Holdings, LLC, Case No. 08-11566 (KG)-
- 4. A docket entry shall be made on the docket of each of the Debtors' cases, other than that of Mervyn's Holdings, LLC, that is substantially similar to the following:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware directing joint administration of the Chapter 11 cases of Mervyn's Holdings, LLC, Mervyn's LLC, and Mervyn's Brands, LLC. All further pleadings and other papers shall be filed in, and all further docket entries shall be made in, Case No. 08-1156(KG).

- Nothing contained in the Motion or this Order shall be deemed or 5. construed as directing or otherwise effecting a substantive consolidation of the above-captioned Chapter 11 cases.
- This Court shall retain jurisdiction to hear and determine any matters 6. arising from or related to the implementation or interpretation of this Order.

Dated: